

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE (WILMINGTON)**

ROBERT H. AYLOR, JR., On Behalf of Himself x  
and All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

Case No. 1:05-cv-00222 (SLR)

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**[PROPOSED] ORDER CONSOLIDATING ACTIONS, APPOINTING  
LEAD PLAINTIFF, AND APPROVING SELECTION OF LEAD COUNSEL**

**MILBERG WEISS BERSHAD  
& SCHULMAN LLP**

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Ralph N. Sianni (#4151)  
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--and--

**MILBERG WEISS BERSHAD  
& SCHULMAN LLP**

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**HOLMAN LAW OFFICE**

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*Plaintiff's Counsel*

**STULL, STULL & BRODY**

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Tzivia Brody  
6 East 45<sup>th</sup> Street  
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Telephone: (212) 687-7230

Dated: June 14, 2005

*Proposed Lead Counsel*

MOSHE TAL, On Behalf of Himself and All  
Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

MICHAEL FEHRENBACHER, Individually and  
On Behalf of All Others Similarly Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, M.D. STEVEN A. NEWMAN and  
THOMAS D. DAVIS,

Defendants.

JEFFREY M. JASKOL and STACEY J. JASKOL,  
Individually and On Behalf of All Others Similarly  
Situated,

Plaintiff,

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

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Case No. 1:05-cv-00242 (SLR)

Case No. 1:05-cv-00256 (SLR)

Case No. 1:05-cv-00268 (SLR)

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JOSEPH DANIEL WAUHOP, On Behalf of  
Himself and All Others Similarly Situated,

Plaintiff,

Case No. 1:05-cv-00310 (SLR)

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, JOHN F. MOYNAHAN  
and GRANT THORNTON LLP,

Defendants.

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[CHRISTINA W. DONNELLY, JOHN  
DONNELLY, JAMES G. WILLIAMSON and  
RICHARD W. DEARBORN, Individually and On  
Behalf of All Others Similarly Situated,

Plaintiff,

Case No. 1:05-cv-00334 (JJF)

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, THOMAS  
D. DAVIS and BRUCE C. HAYDEN,

Defendants.

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CHARLES W. SMITH, Individually and On  
Behalf of All Others Similarly Situated,

Plaintiff,

Case No. 1:05-cv-00354 (SLR)

vs.

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, THOMAS  
D. DAVIS, BRUCE C. HAYDEN and GRANT  
THORNTON LLP,

Defendants.

x

Having considered the motion of Kenneth James, La Rocca Pietro, Michael A. Farmakis, David S. Pennington, and Christina Donnelly (collectively, the “James Group” or “Movant”), and good cause appearing therefore, the Court orders as follows:

1. The Motion is **GRANTED**;
2. The above-captioned actions are hereby **CONSOLIDATED** pursuant to Fed. R. Civ. P. 42(a).
3. The James Group is hereby **APPOINTED** to serve as Lead Plaintiff in the action, pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995.
4. Milberg Weiss Bershad & Schulman LLP and Stull, Stull & Brody are hereby **APPOINTED** Lead Counsel pursuant to 15 U.S.C. § 78u-4(a)(3)(B)(v).

IT IS SO ORDERED.

DATED: \_\_\_\_\_, 2005

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United States District Court Judge